

**Before the  
Federal Communications Commission  
Washington, D.C. 20554**

In the Matter of )  
 )  
Applications of T-Mobile US, Inc. and United ) GN Docket No. 24-286  
States Cellular Corporation for Consent to )  
Transfer Control of Licenses and Authorizations )

**COMMENTS OF  
PUBLIC KNOWLEDGE**

Public Knowledge (PK) submits these Comments in support of the Application for Review filed by the Rural Wireless Association, Inc. (RWA), Open Technology Institute at New America (OTI), Benton Institute for Broadband & Society (Benton), and Communications Workers of America (CWA) (collectively, “Petitioners” or “Coalition”)<sup>1</sup> requesting a full Commission review of the Memorandum Opinion and Order of the Acting Chiefs of the Wireless Telecommunications Bureau and Office of International Affairs approving the Applications of T-Mobile US, Inc. (T-Mobile) and United States Cellular Corporation (UScellular) (collectively, “Applicants”).<sup>2</sup> PK agrees with Petitioners that the Order approving the Applicants’ transaction (“Transaction”) is contrary to established law and policy and therefore should be set aside and referred for hearing by the full Commission, or modified in accordance with the public interest conditions set forth in the Petitions to Deny filed by PK et. al, RWA, and CWA.<sup>3</sup>

---

<sup>1</sup> *Applications of T-Mobile US, Inc. and United States Cellular Corporation for Consent to Transfer Control of Licenses, Authorizations, and Leases*, GN Docket No. 24-286, Application for Review of the Rural Wireless Association, Inc., Open Technology Institute at New America, Benton Institute for Broadband & Society, and Communications Workers of America (Jul. 30, 2025) (“Application for Review”).

<sup>2</sup> *Applications of T-Mobile US, Inc. and United States Cellular Corporation for Consent to Transfer Control of Licenses, Authorizations, and Leases*, GN Docket No. 24-286, Memorandum Opinion and Order (rel. Jul. 11, 2025) (“Order”).

<sup>3</sup> See Petition to Deny of Public Knowledge et al., GN Docket No. 24-286, p. 14 (Dec. 9, 2024) (“PK, et al. Petition to Deny”); Petition to Deny of the Rural Wireless Association, Inc., GN Docket No. 24-286, pp. 11-13 (Dec. 9, 2024) (“RWA Petition to Deny”); Petition to Deny of

In particular, PK stresses the need for a data roaming condition as critical to supporting rural connectivity and competition generally. As the Department of Justice (DoJ) observed in its statement declining to take action on the transaction, there is insufficient available spectrum outside the “Big 3 oligopoly”<sup>4</sup> to support competitors.<sup>5</sup> Indeed, the reason DoJ gave for approving the merger amounted to finding that UScellular could not get sufficient access to spectrum – requiring T-Mobile to purchase its customers so they would not find themselves stranded when UScellular ultimately failed.<sup>6</sup> A roaming condition is therefore critical to any hope of maintaining competition in rural areas and the nation as a whole.

For the following reasons, PK fully supports the Petitioners’ Application for Review of the Order.

**I. THE ORDER SHOULD HAVE BEEN DECIDED BY THE FULL COMMISSION.**

The Commission’s own rules, as Petitioners correctly explain, allow decisions to be made by bureaus under delegated authority only when matters are “minor or routine or settled in nature and those in which immediate action may be necessary.”<sup>7</sup> The Transaction involves the transfer of control of the fourth largest wireless carrier to the third largest, including the transfer of spectrum that covers over 12 million Americans for a price of over \$3 billion. A transaction of this size, as the Applicants even point out by describing “significant” and “greatly improved”

---

Communications Workers of America, GN Docket No. 24-286, pp. 5-25 (Dec. 9, 2024) (“CWA Petition to Deny”).

<sup>4</sup> It is highly noteworthy that the Antitrust Division of the Department of Justice used the word “oligopoly” to describe the current state of the industry. The Antitrust Division chooses its words precisely, not as a matter of hyperbole.

<sup>5</sup> Statement of the Department of Justice Antitrust Division on the Closing of its Investigation of the Merger of T-Mobile and UScellular, Press Release Number 25-727 (rel. July 10, 2025).

<sup>6</sup> Or the “failing firm” exception, which Petitioners refute.

<sup>7</sup> 47 C.F.R. § 0.5(C).

benefits, is not minor, routine, or settled in nature.<sup>8</sup> Furthermore, immediate action is not necessary, as the Bureaus note in the Order that UScellular is not a failing firm but rather is selling its assets as “based on a thorough evaluation of the wireless industry; the growth of the tower market and the potential for UScellular as a tower company; and the apparently substantial value of TDS’ fiber assets.”<sup>9</sup>

The rules, prior decisions, and the general importance of consistency and following precedent in decision-making require review by the Commission. As such, recent transactions can help inform whether this order should be at the Bureau or Commission level. In the recent mobile carrier transactions that most resemble the transaction at hand (e.g., wireless transaction for over \$3billion, and millions of customers, or spectrum holdings far above caps), as Petitioners explain, all decisions were made after a hearing by the full Commission.<sup>10</sup>

Based on the facts and Commission precedent, there is no basis for delegated authority under the law. As such, the Transaction should have been evaluated by the full Commission. Allowing the Bureaus to make a decision of this magnitude is not only contrary to law, but also

---

<sup>8</sup> See *Applications of T-Mobile US, Inc. and United States Cellular Corporation for Consent to Transfer Control of Licenses, Authorizations, and Leases*, Description of Transaction, Public Interest Statement, and Related Demonstrations, at 1-2.

<sup>9</sup> Order at 71.

<sup>10</sup> Application for Review at 2; See e.g., *Application of Verizon Communications Inc. and América Móvil, S.A.B. de C.V. for Consent to Transfer Control of International Section 214 Authorization*, Memorandum Opinion and Order, GN Docket No. 21-112 (rel. Nov. 22, 2021) (\$3.125bn transaction involving market of over 20 million consumers); *Applications of T-Mobile US, Inc., and Sprint Corporation for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, WT Docket No. 18-197 (rel. Nov. 5, 2019) (another 4 and 3 merger valued far over \$3bn); *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, WC Docket No. 16-403 (rel. Oct. 30, 2017) (\$34bn transaction involving country-wide networks); *Applications of AT&T Inc. and Centennial Communications Corp. For Consent to Transfer Control of Licenses, Authorizations, and Spectrum Leasing Arrangements*, Memorandum Opinion and Order, WT Docket No. 08-246 (rel. Nov. 5, 2009) (transaction where spectrum holdings exceeded screens in an area covering 8 million consumers).

strays far from precedent and defeats the purpose of an independent and bipartisan review. Congress limited delegation to those routine matters suitable for the orderly business of the Commission,<sup>11</sup> not as a means to end-run the bipartisan review central to the Commission's design. For these reasons, the Commission must review the Order.

## **II. THE ORDER DEVIATES SUBSTANTIALLY FROM THE COMMISSION'S TRADITIONAL COMPETITION ANALYSIS**

In addition to the procedural error of allowing the Bureaus to issue the decision, the Order is deficient because it improperly analyzes wireless marketplace competition and ignores the stark warnings made by the Department of Justice regarding the anticompetitive effects of the transaction. Application of the appropriate review standard, as explained by the DoJ, would clearly have shown that the transaction creates multiple harms while failing to provide significant public interest benefits.

### **A. ANALYSIS FOCUSED ON THE MVNO MARKET IS MISLEADING.**

As Petitioners correctly explain, the “conclusion that cable MVNOs act as ‘competitive constraints’ on the nationwide wireless carriers, thereby increasing competition, is an error in law and fact.”<sup>12</sup> In previous mobile wireless transactions, the Commission has declined to include Mobile Virtual Network Operators (MVNOs) in its competitive analyses, and as Petitioners also explain, has not even determined that MVNOs act as competitive constraints to the overall wireless market.<sup>13</sup> The Bureaus offer no reason for changing this analysis and had no authority to alter the Commission's traditional analysis of wireless transactions. MVNOs are regional and market exclusively within their footprint, and should not be considered in the context of this transaction.

---

<sup>11</sup> 47 U.S.C. 155(c)(1).

<sup>12</sup> Application for Review at 6.

<sup>13</sup> Application for Review at 6-10.

## **B. ANALYSIS FOCUSED ON THE IMPACT ON ROAMING IS INADEQUATE.**

Furthermore, the Bureaus' analysis of the impact of the transaction on the availability of roaming for competing facilities-based providers, especially rural providers, is wholly inadequate. As Petitioners have explained, the Transaction will create conditions likely to harm roaming agreements for many rural carriers.<sup>14</sup> UScellular has been an important provider of roaming services, and the failure by the Bureaus to either refer the matter to a hearing or to impose a roaming condition to ensure necessary access to spectrum by competing providers was an error the full Commission must correct.

This concern is reinforced by the DoJ's separate analysis. Finding that the transaction represents "a pivotal moment for the wireless industry," the DoJ wrote: "This transaction, and two other deals contingent on its closing, will consolidate yet more spectrum in the Big 3's oligopoly, which controls more than 80 percent of the mobile wireless spectrum in the country."<sup>15</sup> The use of the word "oligopoly" by the nation's expert antitrust enforcer cannot be ignored – yet the Bureaus did precisely that. The lack of necessary spectrum access will starve existing rural providers and, as the DoJ also noted, likely prevent a fourth national competitor from emerging.

Furthermore, the Commission cannot expect that competitors will be able to obtain necessary spectrum in future auctions. As the DoJ observed: "As revealed in the merging parties' advocacy in defense of the proposed transaction, the increased revenues and profitability that the Big 3 obtain through transactions like these enable them to even more dramatically outbid independent rivals for spectrum at future auctions."<sup>16</sup> This is yet another way that this Transaction poses harm to competition, and even if the Commission were to prohibit the "Big 3

---

<sup>14</sup> Application for Review at 12-14.

<sup>15</sup> Statement of the Department of Justice Antitrust Division on the Closing of its Investigation of the Merger of TMobile and UScellular, Press Release Number 25-727 (rel. July 10, 2025).

<sup>16</sup> *Id.*

oligopoly” from bidding, it is unclear that competitors could effectively close the spectrum gap in any reasonable time to compete effectively – if at all. The next spectrum auctions are years in the future, and building out networks to take advantage of the additional spectrum will take even longer. If it does not completely eliminate smaller and rural providers, the Transaction will at a minimum stave off competition growth for years to come.

The Order did not properly address these concerns. Therefore, the Commission must do so here to ensure that the Transaction does not harm competition or hurt rural carriers and, in turn, drive prices up for rural consumers. At a minimum, the Commission should impose a mandatory data roaming condition that will require T-Mobile to offer roaming on a non-discriminatory basis at reasonable wholesale rates in order to properly address the spectrum concentration concerns identified by the DoJ.

### **III. THE ORDER SHOULD INCLUDE CONDITIONS THAT PROMOTE COMPETITION AND THE PUBLIC INTEREST.**

Although PK primarily focuses here on a roaming condition, this should not be construed as in any way undercutting the other conditions raised in the Application for Review. In particular, PK continues to support inclusion of a handset unlocking condition until the Commission adopts an industry-wide condition in the pending rulemaking.<sup>17</sup> Adopting an unlocking condition here will help to offset the harm to competition from the transaction until the Commission adopts an industry-wide rule.<sup>18</sup>

### **IV. THE ORDER MUST CONSIDER ALL USCELLULAR TRANSACTIONS TOGETHER TO APPROPRIATELY ASSESS THE AGGREGATE COMPETITIVE IMPACT OF TRANSACTIONS.**

Finally, PK believes that this Transaction should have been reviewed with the other UScellular transactions to ensure that the overall effects of the three major transactions involving

---

<sup>17</sup> Application for Review at 17-19.

<sup>18</sup> See PK, et al. Petition to Deny at 14-15; RWA Petition to Deny at 21-22.

UScellular do not have aggregate anticompetitive effects on the marketplace or use of spectrum. The Bureaus' failure to do so may result in great harm once every transaction is assessed and approved in a piecemeal manner. As the DoJ notes, these transactions make it dramatically easier for the "Big 3" to outbid competitors and lead to "spectrum aggregation by the Big 3 [that] threatens to impede the path for a fourth national player to emerge and challenge the entrenched incumbents with new and innovative offerings."<sup>19</sup> It is important to consider these transactions together to know the overall impact on the market. The full Commission must reassess the transactions together on this basis.

## V. CONCLUSION.

For the foregoing reasons, PK supports Petitioners' Application for Review, asking the Commission to review the T-Mobile-UScellular transaction. If the Commission were to properly consider the Transaction on its merits in accordance with the law, it will find that the Transaction as proposed, should be denied because it harms competition and is not in the public interest.

Respectfully submitted,

*/s/ Peter Gregory*  
Public Knowledge  
1818 N Street NW, Suite 410  
Washington, DC 20036

August 14, 2025

---

<sup>19</sup> Statement of the Department of Justice Antitrust Division on the Closing of its Investigation of the Merger of TMobile and UScellular," Press Release Number 25-727 (rel. July 10, 2025).